

LANDY EUGENE W
Form 4/A
December 19, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
LANDY EUGENE W			MONMOUTH REAL ESTATE INVESTMENT CORP [MNR]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman of the Board
3499 RT. 9 NORTH, SUITE 3D			12/17/2018	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)
FREEHOLD, NJ 07728			12/18/2018	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
MNR Common Stock				(A) or (D)	853,638.738 <u>(1)</u>	D	
MNR Common Stock					179,405	I	Eugene W. Landy and Gloria Landy Family Foundation
MNR Common Stock					39,361.087	I	Juniper Plaza Associates

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MNR Common Stock	29,527.275	I	Windsor Industrial Park Associates
MNR Common Stock	97,913.57	I	Spouse
MNR Common Stock	13,048	I	Landy Investments, Ltd.
MNR Common Stock	184,293.62	I	Landy & Landy Employees' Pension Plan
MNR Common Stock	217,426.819	I	Landy & Landy Employees' Profit Sharing Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Number of Shares
Qualified Stock Option to Purchase Common Stock	\$ 17.8					Date Exercisable: 01/03/2019 Expiration Date: 01/03/2026	MNR Common Stock	65,000

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Qualified Stock Option to Purchase	\$ 15.04	01/04/2018	01/04/2025	MNR Common Stock	65,000
MNR Common Stock					
Qualified Stock Option to Purchase	\$ 10.37	01/05/2017	01/05/2024	MNR Common Stock	65,000
MNR Common Stock					
Qualified Stock Option to Purchase	\$ 11.16	01/05/2016	01/05/2023	MNR Common Stock	65,000
MNR Common Stock					
Qualified Stock Option to Purchase	\$ 8.94	01/03/2015	01/03/2022	MNR Common Stock	65,000
MNR Common Stock					
Qualified Stock Option to Purchase	\$ 10.46	01/03/2014	01/03/2021	MNR Common Stock	65,000
MNR Common Stock					
Qualified Stock Option to Purchase	\$ 9.33	01/03/2013	01/03/2020	MNR Common Stock	65,000
MNR Common Stock					
Qualified Stock Option to Purchase	\$ 8.72	01/03/2012	01/03/2019	MNR Common Stock	65,000
MNR Common Stock					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANDY EUGENE W 3499 RT. 9 NORTH SUITE 3D FREEHOLD, NJ 07728	X		Chairman of the Board	

Signatures

Eugene W. Landy	12/19/2018
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This form 4 amendment is being filed to reflect the correct number of dividend reinvestment shares, 390.32, acquired on 12/17/2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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